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**LOUIS GIOVACHINO**

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March 17, 1999

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: NEPSA, INC.

Dear Sir:

Enclosed please find original and one (1) copy of Articles of Incorporation and Acceptance of Designation of Registered Agent regarding the above. I have enclosed my check in the amount of \$122.50 representing payment of your filing fees.

Please process and return to my office a recorded copy of the Articles of Incorporation

Thank you.

Very truly yours,



Louis Giovachino, Esq.

enclosure

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-03/19/99-01091--004  
\*\*\*\*122.50 \*\*\*\*\*78.75

Rmc  
3/24/99

FILED  
99 MAR 19 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NEPSA INTERNATIONAL, INC.

FILED

99 MAR 19 PM 4:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: NEPSA INTERNATIONAL, INC.

The principal place of business of this corporation shall be 12260 S.W. 47 Street, Miami, Florida 33175.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1 par value per share.

#### ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 55 Weston Road, Suite 303, Sunrise, Florida 33326, and the name of the initial registered agent of the corporation at that address is Louis Giovachino.

#### ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI - DIRECTORS

This corporation shall have two directors initially. The name and street address of the initial member of the Board of Directors are:

Federico M. Velez  
Lago Onega 218  
Mexico, D.F. 11320

Alfonso Rodriguez  
12260 S.W. 47 Street  
Miami, Florida 33175

#### ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Federico M. Velez - Vice President/Secretary  
Lago Onega 218  
Mexico, D.F. 11320

Alfonso Rodriguez - President/Treasurer  
12260 S.W. 47 Street  
Miami, Florida 33175

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Louis Giovachino  
55 Weston Road, Suite 303  
Sunrise, Florida 33326

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 17  
day of March, 1999.

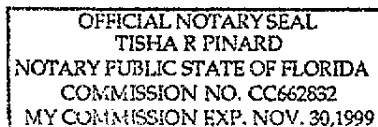
BY:   
LOUIS GIOVACHINO

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by LOUIS GIOVACHINO this  
17th day of March 1999, producing Drivers License as identification.

  
NOTARY PUBLIC - STATE OF FLORIDA



My commission expires:

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

"I am familiar with and accept the duties and responsibilities as registered agent for NEPSA  
INTERNATIONAL, INC."

DATED: 2/17/99

  
LOUIS GIOVACHINO, ESQ.